

Application: Interim National Bank Charter

We, the undersigned, having associated ourselves to organize an association for carrying on the business of banking, under the provisions of the United States Code, as amended, do make and execute the following Organization Certificate, Articles of Association, and Oaths of Directors.

Organization Certificate

FIRST. The title of the association shall be _____.

SECOND. The main office of the association shall be located in _____, county of _____, and state of _____, where it shall conduct the general business of banking, or limit such business as may be noted in the association's Articles of Association.

THIRD. The authorized capital stock of this association shall be \$_____, and be divided into ____ shares of \$____ each.

FOURTH. The name and residence of each shareholder of this association, with the number of shares that will be held by each, are:

<u>Name</u>	<u>Residence</u> <u>(Town or City and State)</u>	<u>Number of Shares</u>
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FIFTH. This certificate is made so that we may avail ourselves of the advantages of the aforesaid provisions of the United States Code, as amended.

Articles of Association³⁰

For the purpose of organizing an association to perform any lawful activities of national banks, the undersigned enter into the following Articles of Association:

FIRST. The title and main office location of this association shall be as described in the above Organization Certificate.

SECOND. The business of the association will be limited to participating in a business combination with another financial institution.

THIRD. The board of directors of this association shall consist of the undersigned organizers of this national banking association, who shall own common or

preferred stock of the association or a holding company owning the association with

³⁰For transactions in which an interim national bank will be the resulting bank, these sample Articles of Association should not be used as the resulting bank's articles. The interim national bank should, in those cases, adopt more comprehensive Articles of Association, or the Merger/Consolidation/Purchase and Assumption Agreement should designate that the resulting national bank will adopt a different set of articles of association as part of the transaction and include a copy of the adopted articles as an exhibit to the agreement.

such value and under such terms as required by the United States Code, as amended, and any regulations promulgated thereunder.

FOURTH. The authorized amount of capital stock of this association shall be _____ shares of common stock of the par value of _____ dollars (\$_____) each.

FIFTH. The board of directors shall have the power to make contracts related to the business combination for which this association is organized.

SIXTH. The corporate existence of this association shall continue until termination according the laws of the United States.

Oaths of Directors

As a director of this national banking association, I will diligently and honestly administer the affairs of this association, and not knowingly violate or willingly permit to be violated any of the provisions of the National Bank Act, and hereby confirm that I own, or will own after the formation of this association, the capital stock required by 12 USC 72 and the regulations promulgated thereunder.

In witness whereof, we have hereunto set our hands this _____ day of _____, 19__.

<u>Print or Type Names</u>	<u>Signatures</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Notary's Affirmation

State of _____
County of _____

Subscribed and sworn (affirmed) to before the undersigned, who is not an officer of the above-named bank, this _____ day of _____, 19__.

(Seal of Notary)

Notary Public, _____ County

Commission Expires:_____